; FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL					
OMB Number:	3235-0076				
Expires:	May 31, 2005				
Estimated average burden					
hours per respons	se 16.00				

SE	USE ONLY	
Prefix	Serial	
DA'	E RECEIVED	

Name of Offering (check if this is an amendment and name has changed, Whitestone Bridge 2003-1, \$725,000 Class B-2 Fixed Rate Notes Due 2007	and indicate change.)		
	lle 506 Section 4(6) ULOE		
Type of Filing: New Filing Amendment	ile 300		
Type of Finnig. Make Finnig Amendment			
A. BASIC IDENTIFICATION DA	ATA PEOPLINED CO.		
1. Enter the information requested about the issuer			
Name of Issuer (check if this is an amendment and name has changed, and Whitestone Bridge 2003-1 Limited and Whitestone Bridge 2003-1 LLC (co-issuers)			
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)		
Whitestone Bridge 2003-1 Limited, c/o Maples Finance Limited, P.O. Box 1093GT, Queensgate House, South Church Street, Grand Cayman, Cayman Islands, British West Indies	(345) 945-7099		
Whitestone Bridge 2003-1 LLC, c/o Puglisi & Associates, 850 Library Avenue, Suite 204, Newark, Delaware 19711	(302) 738-6680		
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) N/A	Telephone Number (Including Area Code) N/A		
Brief Description of Business The co-issuers are special purpose vehicles created for this offering with no prior operating experi	DO ACAD		
Type of Business Organization	PROCESSE		
corporation limited partnership, already formed business trust limited partnership, to be formed Whitestone Bridge 2003-1 Limited is a Cayman Islands exempted limited liability company;	other (please specify): JUN 162003		
Whitestone Bridge 2003-1 LLC is a Delaware limited liability company.	THORREAL		
Month	Year FINANCIAL		
Actual or Estimated Date of Incorporation or Organization 0 2	0 3 Actual Estimated		
Jurisdiction of Incorporation or Organization: (Enter two letter U.S. Posta State: CN for Canada; FN	Il Service abbreviation for DE for other foreign jurisdiction)		
GENERAL INSTRUCTIONS:			

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying upon ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and milest be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the kiling of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% of more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Thompson, Hugh Business or Residence Address (Number and Street, City, State, Zip Code) c/o Maples Finance Limited, P.O. Box 1093GT, Queensgate House, South Church Street, Grand Cayman, Cayman Islands, British West Indies Check Box(es) that Apply: 🔲 Promoter 🔛 Beneficial Owner 🔛 Executive Officer 🔯 Director 🔛 General and/or Managing Partner Full Name (Last name first, if individual) Greenhalgh, Nicci Business or Residence Address (Number and Street, City, State, Zip Code) c/o Maples Finance Limited, P.O. Box 1093GT, Queensgate House, South Church Street, Grand Cayman, Cayman Islands, British West Indies Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Hinds, Phillip Business or Residence Address (Number and Street, City, State, Zip Code) c/o Maples Finance Limited, P.O. Box 1093GT, Queensgate House, South Church Street, Grand Cayman, Cayman Islands, British West Indies Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Eastabrook, Andrew Business or Residence Address (Number and Street, City, State, Zip Code) c/o Maples Finance Limited, P.O. Box 1093GT, Queensgate House, South Church Street, Grand Cayman, Cayman Islands, British West Indies Check Box(es) that Apply: 🔲 Promoter 🔲 Beneficial Owner 🔲 Executive Officer 🔛 Director 🔲 General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

SEC 1972 (6/99)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

				B. IN	FORMATIO	N ABOUT	OFFERIN	G				
1. Has	the issuer solo	i. or does the	issuer inten	d to sell, to no	n-accredited i	nvestors in t	his offering	?			Yes	No 🖂
	swer also in Ap						-				_	_
	at is the minim	•		•		dual?					•	250,000
2. Wh	at is the minim	ium investine	nt mat will	be accepted in	om any murvi	uuai :	•••	••••••	***************************************	•••		
3. Doe	es the offering	permit joint o	ownership of	f a single unit?	·		•••••				Yes ⊠	No
soli dea	er the informate citation of pur ler registered values of such a	chasers in co	nnection wi and/or with	th sales of sec a state or state	eurities in the	offering. If	a person to	o be listed is er. If more th	an associated	l person or	agent of a b	roker or
Full Nam	ne (Last name f	irst, if individ	iual)									
Lehman]	Brothers Inc.											
Business	or Residence	Address (Nun	nber and Str	eet, City, State	e, Zip Code)							
<u>745 Sev</u> e	nth Avenue, N	ew York, NY	10019									
	Associated Br											
same												
	Which Person	Listed Has Se	olicited or la	ntends to Solic	it Purchasers							
(Check "	All States" or o	check individ	ual States)		•••••		••••••	••••] All Stat
[AL]	[AK]	[AZ]	[AR]	X[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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	or Residence		· · · · · · · · · · · · · · · · · · ·	eet, City, State	e, Zip Code)			. 11			·····	
Name of	Associated Bro	oker or Deale	т				•					
	Which Person						 					
-	All States" or		•					(DC)			_	All Stat
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	(DE) [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[D] [MO]
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Full Nam	ne (Last name i	irst, if individ	dual)									
Business	or Residence	Address (Nun	nber and Str	eet, City, State	e, Zip Code)							<u></u>
			Th									
Name of	Associated Br	oker or Deale										
	Which Person All States" or o										r	☐ All Sta
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA
rrn	ISCI	[SD]	[TN]	(TX)	TUTT	[VT]	[VA]	ΓWA1	(WV)	ιwn	[WY]	(PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	·····
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$725,000	\$
	Equity	\$0	\$0
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$0	\$0
	Partnership Interests		\$ 0
	Other (Specify)		\$ 0
	Total		\$
	Answer also in Appendix, Column 3, if filing under ULOE.	Ψ <u>, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>	Ψ725,000
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	2	\$
	Non-accredited Investors	0	\$(
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505	Security	\$
			\$
	Regulation A		5
	Rule 504		\$
	Total		a
4.	a. Furnish a statement of all expenses ¹ in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	г	\$ 0
	Printing and Engraving Costs		l \$ 0
	Legal Fees		\$ 0
	Accounting Fees		s 0
	Engineering Fees	_	\$ 0
	Sales Commissions (specify finders' fees senarately)		t n
	Sales Commissions (specify finders' fees separately)		\$ <u> </u>

¹ All expenses of the co-issuers were paid by third parties.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4 a. This difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4 b above. Payments to Officers, Directors, & Affiliators Payments To Totals Payments Total		C. OFFERING PRICE, NUMBI	ER OF INVESTORS, EXPENSES AND	USE OF	PROCEEDS		
Payments to Officers, & Payments To Officers, & Payments To Ofthers	5.	and total expenses furnished in response to Part C - Quest proceeds to the issuer."	to the issuer used or proposed to be used is not known, furnish an estimate and chyments listed must equal the adjusted g	ross I for neck		\$	725,000
Salaries and fees		proceeds to the issuer set forth in response to Part C - Que	stion 4.b above.		Officers, Directors, &		
Purchase of real estate		Salaries and fees	,	П «			
Purchase, rental or leasing and installation of machinery and equipment \$ 0 \$ 0							
Construction or leasing of plant buildings and facilities							
Acquisitions of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Repayment of indebtedness \$ 0							•
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)				<u></u>		- -	· ·
Repayment of indebtedness		offering that may be used in exchange for the assets	or securities of another issuer	D \$	0	□ \$	0
Working capital		•					
Other (specify): Purchase of investment agreement \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 Column Totals: \$ 0 \$ 5 725,000 Total Payments Listed (column totals added) \$ 725,000 Total Payments Listed (column totals added) \$ 725,000 D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date June 9, 2003		• *					
Column Totals: S O S \$ 725,000 Total Payments Listed (column totals added) S 725,000 D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date Whitestone Bridge 2003-1 Limited Attorney-in-Fact, Whitestone Bridge 2003-1 Limited Co-Issuer (Print or Type) Signature Date Whitestone Bridge 2003-1 LLC Whitestone Bridge 2003-1 LLC Tune 9, 2003 Title of Signer (Print of Type) Title of Signer (Print of Type)		• •				⊠ \$	725,000
Column Totals:				П \$	0	Пs	0
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Whitestone Bridge 2003-1 Limited Attorney-in-Fact, Whitestone Bridge 2003-1 Limited Co-Issuer (Print or Type) Signature Date Title of Signer (Print or Type) Signature Whitestone Bridge 2003-1 Limited Tune 9, 2003 Title of Signer (Print or Type)							
D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Whitestone Bridge 2003-1 Limited Attorney-in-Fact, Whitestone Bridge 2003-1 Limited Co-Issuer (Print or Type) Whitestone Bridge 2003-1 LLC Whitestone Bridge 2003-1 LLC Ture 9, 2003 Title of Signer (Print or Type) Title of Signer (Print or Type)							723,000
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Whitestone Bridge 2003-1 Limited Attorney-in-Fact, Whitestone Bridge 2003-1 Limited Co-Issuer (Print or Type) Signature Signature Date Whitestone Bridge 2003-1 LLC Whitestone Bridge 2003-1 LLC Title of Signer (Print or Type) Title of Signer (Print or Type)		Tour 1 symbols 2 steel (solding tours added)					
constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Whitestone Bridge 2003-1 Limited Date Title of Signer (Print or Type) Title of Signature Co-Issuer (Print or Type) Signature Date Tome 9, 2003 Title of Signature Whitestone Bridge 2003-1 Limited Turne 9, 2003 Title of Signer (Print or Type) Title of Signer (Print or Type) Title of Signer (Print or Type)			D. FEDERAL SIGNATURE		<u></u>		
Whitestone Bridge 2003-1 Limited Name of Signer (Print or Type) Donald J. Puglisi Co-Issuer (Print or Type) Whitestone Bridge 2003-1 LLC Whitestone Bridge 2003-1 LLC Name of Signer (Print or Type) Title of Signer (Print or Type) Title of Signer (Print or Type) Title of Signer (Print or Type)	cor	stitutes an undertaking by the issuer to furnish to the U.S. Se	ecurities and Exchange Commission, upon	otice is file n written re	ed under Rule 5 equest of its staf	05, the follow	ving signature tion furnished
Name of Signer (Print or Type) Donald J. Puglisi Co-Issuer (Print or Type) Signature Whitestone Bridge 2003-1 LLC Whitestone Bridge 2003-1 LLC Name of Signer (Print or Type) Title of Signer (Print or Type) Title of Signer (Print or Type)	Iss	uer (Print or Type)	Signature		Date	-	
Donald J. Puglisi Co-Issuer (Print or Type) Whitestone Bridge 2003-1 LLC Whitestone Bridge 2003-1 LLC Name of Signer (Print or Type) Attorney-in-Fact, Whitestone Bridge 2003-1 Limited Signature Date June 9, 2003 Title of Signer (Print or Type)			1/ /	J	une 9,200)3	
Co-Issuer (Print or Type) Whitestone Bridge 2003-1 LLC Name of Signer (Print or Type) Date Tune 9, 2003 Title of Signer (Print of Type)	Na	me of Signer (Print or Type)	Title of Signer (Print or Type)				
Whitestone Bridge 2003-1 LLC Name of Signer (Print or Type) Title of Signer (Print of Type) Title of Signer (Print of Type)							
Name of Signer (Print or Type) Title of Signer (Print of Type)	Co	-Issuer (Print or Type)	Signature				
,			Title of Signard Print of Time		Tune 9,200)3	
Donald J. Puglisi Manager, Whitestone Bridge 2003-1 LLC		•	1				
	Do	nald J. Puglisi	Manager, Whitestone Bridge 2003-1	LLC	· ·		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)